



## Corona del Mar Business Improvement District

# Advisory Board Bylaws

Adopted ~~4/22/2010~~ 12/5/2013

### 1) Purpose

These Bylaws describe the rules and procedures for operation of Advisory Board of the Corona del Mar Business Improvement District (*hereinafter the BID*), established by Ordinance 97-24 adopted by the City Council of the City of Newport Beach, CA on July 14, 1997 pursuant to the Parking and Business Improvement Area Law of 1989 (Section 36500 et seq. of the California Streets and Highways Code). The authority to adopt Bylaws was authorized by City Council Resolution No. 2005-45, adopted on August 23, 2005.

### 2) Membership

All business owners, or the business owner's appointed representative, within the boundaries of the Corona del Mar Business District, as established in City Council Ordinance 97-24, who are required to pay and are current with the BID assessment shall be members of the BID.

### 3) Administration

The affairs of the BID, including budget, procedures and activities, shall be administered by the BID Advisory Board (*hereinafter the Board*) consistent with Ordinance 97-24 and subsequent ordinances or resolutions adopted by the City Council.

### 4) BID Advisory Board

**A) Duties.** The Board shall make recommendations to the City Council on the expenditure of revenues derived from the assessments, on the classification of businesses, and on the method and basis of levying assessments, and shall administer the daily affairs of the BID. The City Council of Newport Beach shall have sole discretion as to how the revenue derived from the benefit assessments is to be used within the scope of the purposes outlined in Ordinance 97-24; provided, however, it shall consider recommendations as to the use of said revenue made by the Advisory Board.

**B) Composition.** The Board shall be comprised of seven (7) members nominated by the Board ~~of Directors~~ and appointed by the City Council. One (1) additional ex officio (non-

voting) member may be the currently serving CdM Chamber of Commerce chairperson or the chairperson's assigned designee. Additionally, the City Manager shall designate one (1) person to facilitate communication between the City of Newport Beach and the BID. The City Manager's designee may attend all Board meetings and various committee and subcommittee meetings as necessary.

**C) Eligibility.** Any BID member in good standing shall be eligible to serve on the Board. Any business owner, or the business owner's appointed representative, within the BID District who is current on all BID assessments and City business license fees, and is not in violation of any City code or ordinance shall be considered a member in good standing.

**D) Term of Office.** Board members shall be appointed to one (1) year terms, and may be re-appointed without limit. ~~electd to two (2) year terms, and may be reelected without limit. The nomination cycle shall be staggered such that four (4) positions shall be elected in one year, and three (3) positions elected the following year; this cycle shall be repeated for each following cycle.~~

**E) Filling Vacancies.** Vacancies on the Board may be filled for the remainder of the unexpired two-year term by any eligible BID member, or appointed representative of a BID member, upon majority ~~vote of nomination of by~~ the Board and appointment by the City Council. The name(s) of the nominee(s) for the Board of Directors shall be presented to the City Council for consideration and appointment. The City Council may accept or reject any nominee or choose a different BID member for appointment.

**F) Nomination Procedures.** The Board shall distribute a call for nominations to all BID members by first-class mail during the fourth quarter of the July to June fiscal year, with the nomination period closing at a date determined by the Board. Candidates for the Board ~~of Directors~~ may be nominated by any eligible voting member, including self-nominated members prior to the Board's regular meeting in May. Nominees may submit a statement of qualifications to be submitted to the Board for consideration. The then-current Board shall vote on the number of nominees, subject to Articles 4B and 4D, during their regular meeting in May. The names of nominees for the Board ~~of Directors~~ shall be presented to the City Council for appointment at the time of the annual protest hearing for renewal of the BID. The City Council may accept or reject any nominee or choose a different BID member for appointment.

**G) Compensation.** Board members shall receive no compensation. ~~Upon prior approval by majority vote of the Board and subject to City oversight, a Board member may be reimbursed for BID funds for expenses incurred for official BID business.~~

**H) Meeting Attendance.** Board members shall be required to attend monthly Board meetings and various committee and subcommittee meetings. Any Board member who fails to attend three or more monthly Board meetings during the fiscal year ~~may shall~~ be subject to removal from the Board by the City Council. ~~majority vote of all Board members.~~

## 5) BID Officers

**A) Officers.** Officers of the ~~BID-Advisory~~ Board shall be the Chairman, Vice Chairman, Secretary and Treasurer. Officers shall be elected by the Board at the first meeting of the fiscal year. Only Board members in good standing shall be eligible to serve as an officer.

**B) Filling BID Officer Vacancies.** BID officer vacancies on the Board may be filled for the remainder of the ~~unexpired two-year~~ term by any eligible BID member upon majority vote of the Board.

**C) Duties.** Duties of the officers shall be as follows:

*i. **Chairman.*** The Chairman shall preside at all Board Meetings, call all special meetings, appoint committees and subcommittees, perform all other duties of a presiding officer, represent the BID in interactions with the City Council, its staff and other organizations, and shall carry out such other duties as directed by the Board.

*ii. **Vice Chairman.*** The Vice Chairman shall perform the duties of the Chairman if the Chairman is absent or if the Chairman is unable to act, as well as other duties as directed by the Board.

*iii. **Secretary.*** The Secretary shall perform the duties of the Chairman if the Chairman and Vice Chairman are absent or if the Chairman and Vice Chairman are unable to act. The Secretary shall also keep a written record of all business transacted by the Board, prepare an agenda of regular and special meetings, arrange proper and legal notice of hearings in full compliance with the Brown Act, attend to correspondence to the Board, and such other duties as are normally carried out by the Secretary. In the Secretary's absence, the Secretary may delegate his or her duties to any other member of the Board besides the Chairman and Vice Chairman.

*iv. **Treasurer.*** The Treasurer shall be responsible for general supervision of the financial affairs of the BID, shall make regular financial reports to the Board, and such other duties as directed by the Board.

## 6) Meetings

**A) Procedures.** All ~~BID~~-Board meetings shall be conducted according to Robert's Rules of Order and shall comply with the Brown Act.

**B) Monthly Meetings.** Monthly meetings of the Board shall be held at a time and place established by the Board.

**C) Annual Meetings.** An annual meeting of the ~~BID~~-Board, to which the general membership shall be invited, shall be held during the fourth quarter of the July to June fiscal year to discuss goals, objectives and programs for the coming year.

## 7) Revision of Bylaws

These Bylaws may be revised and amended by a majority vote of the ~~BID~~ Board, subject to consistency with California law and resolutions, policies and ordinances adopted by the City Council.

### CERTIFICATION

I certify that I am the duly elected and acting Secretary of the CORONA DEL MAR BUSINESS IMPROVEMENT DISTRICT ("BID"), that the above Bylaws, consisting of four (4) pages, are the Bylaws of this BID as adopted by the Advisory Board on \_\_\_\_\_, 2013 and that they have not been modified or amended since that date.

Executed on \_\_\_\_\_, 2013 at Newport Beach, California.

By: \_\_\_\_\_  
Keith Dawson, Secretary  
Corona del Mar Business Improvement District